## ORIGINAL

SEC 1972 (6-02)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

#### **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Weshington, D.C. 20540

Washington, D.C. 20549



FORM D

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1

OTICE OF SALE OF SECURITIES THOMSON FINANCIAL

PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

Prefix Serial

DATE RECEIVED

SEC USE ONLY

### Uniform Limited Offering Exemption

Name of Offering ([] check if this is an am	endment and name has changed, and indica	te change.)
Filing Under (Check box(es) that apply):	[] Rule 504 [] Rule 505 [X] Rule 506	[ ] Section 4(6) JULOE
Type of Filing: [ X ] New Filing [ ] Amer	iditient	
	A. BASIC IDENTIFICATION DATA	T.B. See ECEIV
Enter the information requested about t	he issuer	
Name of Issuer ([ ] check if this is an ammarco HI-TECH JV LTD.	endment and name has changed, and indicat	e change.)
Address of Executive Offices (Nu	mber and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
ONE PENN PLAZA, SUITE 2514	NEW YORK, NEW YORK 10119	212-798-8100
Address of Principal Business Operations Area Code) (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including
Brief Description of Business PHARMACEUTICAL DEVELOPMENT A	ND LICENSING	
Type of Business Organization		
[X] corporation	[ ] limited partnership, already formed	[ ] other (please specify):
L 1 business trust	[ 1] limited partnership, to be formed	



Month Year

Actual or Estimated Date of Incorporation	n or Organization:
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[1]2][9]6]

[X] Actual [] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) [N][Y

#### **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures. *Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. *Filing Fee:* There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

#### A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[ ] Promoter [ X ] Beneficial Owner	[X] Executive Officer	[ ] Director [ ] General and/or Managing Partner							
Full Name (Last name first, i	if individual) SELTZER, REUBE		ann an seann an							
	ress (Number and Street, City, S 2514, NEW YORK, NEW YORK									
Check Box(es) that Apply:	[ ] Promoter [ X ] Beneficial Owner	[ X ] Executive Officer	[ ] Director [ ] General and/or Managing Partner							
Full Name (Last name first, if individual) <b>KESTENBAUM, ALAN</b>										
	ress (Number and Street, City, S 2514, NEW YORK, NEW YORK									

Check Box(es) that Apply:	[ ] Promoter [ ] Beneficial Owner	[ ] Executive Officer		eneral and/or anaging artner
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Business or Residence Add	ress (Number and Street, City,	State, Zip Code)		INTERNACIONAL CONTRACTOR AND
(Use blank s	heet, or copy and use additio	nal copies of this s	heet, as necessary.	)
	B. INFORMATION A	BOUT OFFERING		
1. Has the issuer sold, or d offering?	oes the issuer intend to sell, to r	non-accredited inves	tors in this	Yes No
2. What is the minimum into	Answer also in Appendix, Collectment that will be accepted from			<b>ቁ</b> ፍለስ ስስስ
	estment that will be accepted from joint ownership of a single unit?		•	\$ <u>500,000</u> Yes No
• ,	wested for each person who ha			[X][

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set

forth t	the informa	ation for th	at broker	or deale	r only.	NOT	APPLICA	BLE				
Full Na	ame (Last	name first	if individ	ual)								
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Name	of Associa	ated Broke	r or Deal	er	**************************************		**************************************	orki ni kiliku a . m. guniove.				MANUAL MA
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	(Check	"All State	es" or ch	eck indi	ividual S	States) .	• • • • • • • • • • • • • • • • • • • •	•••		[	] All S	tates
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		cify							\$	0	\$	0
Total							.4		\$	0	\$	0

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have

purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Inves	Aggregate Dollar Amount stors of Purchases
Accredited Investors	1	\$ 500,000.00
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)	0	\$ 0
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
Type of offering	Type of Secu	rity Dollar Amount Sold
Rule 505	0	\$0
Regulation A	0	\$ <u></u>
Rule 504	0	\$0
Total	. 0	\$ 0
distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees		[×] \$0
Printing and Engraving Costs		[x] \$2,000
Legal Fees		[x] \$50,000
Accounting Fees		[x ] \$0
Engineering Fees		[x] \$0
Sales Commissions (specify finders' fees separately)		[x] \$0
Other Expenses (identify)		[x] \$0
Total		[x] <u>\$ 52,000</u>
b. Enter the difference between the aggregate offering price given in response to Question 1 and total expenses furnished in response to Part C - Question 4.a. This the "adjusted gross proceeds to the issuer."	Part C - nis difference	\$ 448,000
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.		
	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[x] \$0	[x] \$0
Purchase of real estate	[x] \$0	[x] \$0
Purchase, rental or leasing and installation of machinery	[x] \$0	[x] \$0

#### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX										
1	Intend to no accredinvesto Sta (Part B	to sell on- dited ors in ite	3 Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State		No		Num ber of Accr edite d Inves tors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
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